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LAZARUS CORPORATE FILING SERVICE

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 SEP -3 PM 1:26

FILED

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. PHOENIX INT'L INVESTMENT, INC.
(Corporation Name) (Document #)

2. _____ (Corporation Name) (Document #) Amend

3. _____ (Corporation Name) (Document #)

4. _____ (Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00

☐ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

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*****35.00 *****35.00

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

02 SEP -3 AM 10:29

RECEIVED

Examiner's Initials

ADK
9/3/02

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

PHOENIX INT'L INVESTMENT, INC.
(present name)

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02 SEP -3 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (Indicate article number(s) being amended, added or deleted)

ARTICLE IX: THE NEW BOARD OF DIRECTORS ARE:
(NAME AND ADDRESSES)

REINALDO RUIZ / PRESIDENT / 50 SHARES / 2455 NW 99 St. Miami, FL. 33147
OMAIRA RUIZ / Vice-President / 20 SHARES / 2455 NW 99 ST. Miami, FL. 33147
LUZ MARIA RUIZ / SECRETARY / 15 SHARES / 3001 NW 101 ST. Miami, FL. 33147
ROSEMARY GARCIA / TREASURER / 15 SHARES / 475 E 24 ST., Hialeah, FL. 33013

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 8/29/02

FOURTH: Adoption of Amendment(s) (check one)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 29 day of AUGUST, 2002,

Phoenix Int'l Investment, Inc.

(Corporation Name)

By Reinaldo Ruiz
(Chairman or Vice Chairman of the Board of Directors, President or
other officer if adopted by the shareholders)

(A director or incorporator if adopted by the directors or incorporators)

REINALDO RUIZ

(Typed or printed name)

PRESIDENT-DIRECTOR

(Title)